

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT
701 COMMERCE STREET
DALLAS, TEXAS 75202

ARTHUR M. ALBIN
General Counsel

214-651-6740

RECORDATION NO. 13469 A
FILED 122

In reply refer to: 410.043-80

May 23, 1988

MAY 26 1988-11 15 AM

8-147A031

INTERSTATE COMMERCE COMMISSION

No.

Date MAY 26 1988

Fee \$ 13.00

ICC Washington, D.C.

Ms. Noreta McGee
Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Security Agreement-Equipment and Consumer Goods
between First City Bank of Dallas and Southwestern
States Management Co., dated Jan. 2, 1982, covering
One Converted Railroad Passenger Car, MKT 1046.

Dear Ms. McGee:

I have enclosed an original and two (2) counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release, a secondary document, dated as of the 3rd day of February, 1988.

The primary document to which this is connected is that certain Security Agreement-Equipment and Consumer Goods dated as of the 28th day of January, 1982, and was recorded under Recordation No. 13469.

The names and addresses of the parties to the document are as follows:

Debtor: Southwestern States Management Co.
701 Commerce Street
Dallas, TX 75202
Attn: Mr. Karl R. Ziebarth

Secured
Party: First City Bank of Dallas
P. O. Box 661700
Dallas, TX 75266-1700

A description of the equipment covered by the document follows:

One (1) Converted Railroad Passenger Car bearing marks
and numbers MKT 1046.

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MISSOURI-KANSAS-TEXAS RAILROAD COMPANY
LAW DEPARTMENT

Ms. Noreta McGee

- 2 -

May 23, 1988

A cashier's check in the amount of \$13.00 is enclosed for the filing fee. Please return all counterparts not needed by the Commission for recordation, stamped to show recordation, to the undersigned for distribution to the parties.

A short summary of the document to appear in the Index follows:

One (1) Converted Railroad Passenger Car bearing marks
and numbers MKT 1046.

I certify that I have knowledge of the foregoing.

Yours very truly,



Arthur M. Albin
General Counsel

AMA:vas
Enclosures

RECORDATION NO. 13469 A

MAY 26 1988 - 11 15 AM

R E L E A S E

INTERSTATE COMMERCE COMMISSION

WHEREAS, FIRST CITY BANK OF DALLAS, a banking institution (hereinafter called "Bank"), did execute and enter into that certain Security Agreement-Equipment and Consumer Goods ("Security Agreement") with SOUTHWESTERN STATES MANAGEMENT CO., as debtor (hereinafter called "Debtor"), dated as of the 28th day of January, 1982, granting to Bank a security interest in and to One (1) Converted Railroad Passenger Car bearing marks and numbers MKT 1046; and

WHEREAS, Debtor did execute on January 28, 1982, a Promissory Note in favor of Bank in the amount of ONE HUNDRED EIGHT THOUSAND AND NO/100ths DOLLARS (\$108,000.00), plus interest, for payment of the said Converted Railroad Passenger Car; and

WHEREAS, said Security Agreement was filed with the Interstate Commerce Commission on January 29, 1982, and assigned Recordation No. 13469; and

WHEREAS Debtor has fully complied with all the terms and conditions set forth in said Security Agreement and has paid to Bank all sums of money required of it to be paid;

NOW, THEREFORE, in consideration of the premises and the full compliance by Debtor with the terms and provisions of said Security Agreement, the Bank does hereby release and surrender all its right, title, lien, and interest in and to the Converted Railroad Passenger Car; subject, however, to the Bank retaining any rights it may have to be indemnified as provided in said Security Agreement.

IN WITNESS WHEREOF, the parties have duly executed this Release as of the

3 day of Feb., 1988.

FIRST CITY BANK OF DALLAS

By: *Juan F. Linder*

Vice President

SOUTHWESTERN STATES MANAGEMENT CO.

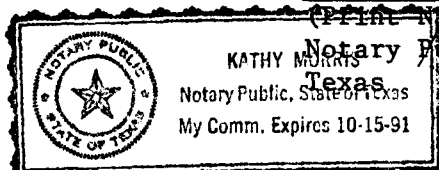
By: *M. H. Zisch*

Vice President

THE STATE OF TEXAS:

Before me, the undersigned, a Notary Public in and for said State, on this day personally appeared Edwin Nimmer, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said FIRST CITY BANK OF DALLAS, a banking institution, and that he has executed the same as the act of such banking institution for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 3rd day of Feb, 1988.



My Commission expires: _____

THE STATE OF TEXAS:

Before me, the undersigned, a Notary Public in and for said State, on this day personally appeared W. H. Zeidel, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SOUTHWESTERN STATES MANAGEMENT CO., a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 25th day of January, 1988.

Virginia A. Schoeneberger
 Virginia A. Schoeneberger
 Notary Public in and for the State of
 Texas

My Commission expires: March 24, 1990 .